



QUARTERLY STATEMENT

AS OF JUNE 30, 2007
OF THE CONDITION AND AFFAIRS OF THE

Upper Peninsula Health Plan, Inc.

NAIC Group Code	0000	0000	NAIC Company Code	52615	Employer's ID Number	38-3379956
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan			State of Domicile or Port of Entry	Michigan	
Country of Domicile	United States					
Licensed as business type:	Life, Accident & Health [] Property/Casualty [] Dental Service Corporation [] Vision Service Corporation [] Other [] Health Maintenance Organization [X] Hospital, Medical & Dental Service or Indemnity [] Is HMO, Federally Qualified? Yes [] No [X]					
Incorporated/Organized	10/14/1997		Commenced Business	08/01/1998		
Statutory Home Office	228 W. Washington St.			Marquette, MI 49855		
	(Street and Number)			(City or Town, State and Zip Code)		
Main Administrative Office	228 W. Washington St.		Marquette, MI 49855	906-225-7500		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Mail Address	228 W. Washington St.		Marquette, MI 49855			
	(Street and Number or P.O. Box)		(City or Town, State and Zip Code)			
Primary Location of Books and Records	228 W. Washington St.		Marquette, MI 49855	906-225-7500		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number)		
Internet Website Address	www.uphp.com					
Statutory Statement Contact	Kevin William Carlson			906-225-7500		
	(Name)			(Area Code) (Telephone Number) (Extension)		
	kwcarlson@uphp.com			906-225-7690		
	(E-Mail Address)			(Fax Number)		
Policyowner Relations Contact	228 W. Washington St.		Marquette, MI 49855	906-225-7500		
	(Street and Number)		(City or Town, State and Zip Code)	(Area Code) (Telephone Number) (Extension)		

OFFICERS

Name	Title	Name	Title
Dennis H. Smith	President	William Nemacheck	Secretary
Greg Gustafson	Treasurer		

OTHER OFFICERS

DIRECTORS OR TRUSTEES

John Schon	Charles Nelson	David Jahn	James Bogan
Robert Vairo	William Nemacheck	Eric Jurgensen	Wayne Hellerstedt #
Michelle Tavernier			

State of Michigan
County of Marquette ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Dennis H. Smith
President

Greg A. Gustafson
Treasurer

William Nemacheck
Secretary

a. Is this an original filing? Yes [X] No []

- b. If no,
1. State the amendment number
2. Date filed
3. Number of pages attached

Subscribed and sworn to before me this
01 day of August, 2007

Tanya M. Jennings, Administrative Assistant
October 11, 2007

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	1,675,000		1,675,000	3,500,000
2. Stocks:				
2.1 Preferred stocks			0	0
2.2 Common stocks			0	0
3. Mortgage loans on real estate:				
3.1 First liens			0	0
3.2 Other than first liens			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)			0	0
4.2 Properties held for the production of income (less \$ encumbrances)			0	0
4.3 Properties held for sale (less \$ encumbrances)			0	0
5. Cash (\$12,006,423), cash equivalents (\$0) and short-term investments (\$3,358,508)	15,364,931		15,364,931	10,791,719
6. Contract loans, (including \$premium notes)			0	0
7. Other invested assets	0	0	0	0
8. Receivables for securities			0	0
9. Aggregate write-ins for invested assets	0	0	0	0
10. Subtotals, cash and invested assets (Lines 1 to 9)	17,039,931	0	17,039,931	14,291,719
11. Title plants less \$charged off (for Title insurers only)			0	0
12. Investment income due and accrued	70,482		70,482	56,156
13. Premiums and considerations:				
13.1 Uncollected premiums and agents' balances in the course of collection			0	0
13.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$earned but unbilled premiums)			0	0
13.3 Accrued retrospective premiums			0	0
14. Reinsurance:				
14.1 Amounts recoverable from reinsurers			0	0
14.2 Funds held by or deposited with reinsured companies			0	0
14.3 Other amounts receivable under reinsurance contracts			0	0
15. Amounts receivable relating to uninsured plans			0	0
16.1 Current federal and foreign income tax recoverable and interest thereon			0	0
16.2 Net deferred tax asset			0	0
17. Guaranty funds receivable or on deposit			0	0
18. Electronic data processing equipment and software	53,389	51,787	1,602	1,953
19. Furniture and equipment, including health care delivery assets (\$)	80,145	80,145	0	20,399
20. Net adjustment in assets and liabilities due to foreign exchange rates			0	0
21. Receivables from parent, subsidiaries and affiliates			0	0
22. Health care (\$339,232) and other amounts receivable	889,232	550,000	339,232	447,291
23. Aggregate write-ins for other than invested assets	52,478	52,478	0	0
24. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 10 to 23)	18,185,657	734,410	17,451,247	14,817,518
25. From Separate Accounts, Segregated Accounts and Protected Cell Accounts			0	0
26. Total (Lines 24 and 25)	18,185,657	734,410	17,451,247	14,817,518
DETAILS OF WRITE-INS				
0901.				
0902.				
0903.				
0998. Summary of remaining write-ins for Line 9 from overflow page	0	0	0	0
0999. Totals (Lines 0901 through 0903 plus 0998)(Line 9 above)	0	0	0	0
2301. Prepaid Expenses.....	52,478	52,478	0	0
2302.				
2303.				
2398. Summary of remaining write-ins for Line 23 from overflow page	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	52,478	52,478	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ reinsurance ceded)	7,284,679		7,284,679	6,418,000
2. Accrued medical incentive pool and bonus amounts			0	0
3. Unpaid claims adjustment expenses	143,000		143,000	142,000
4. Aggregate health policy reserves			0	0
5. Aggregate life policy reserves			0	0
6. Property/casualty unearned premium reserve			0	0
7. Aggregate health claim reserves			0	0
8. Premiums received in advance			0	0
9. General expenses due or accrued	1,054,611		1,054,611	817,226
10.1 Current federal and foreign income tax payable and interest thereon (including \$ on realized gains (losses))			0	0
10.2 Net deferred tax liability			0	0
11. Ceded reinsurance premiums payable			0	0
12. Amounts withheld or retained for the account of others			0	0
13. Remittances and items not allocated			0	0
14. Borrowed money (including \$ current) and interest thereon \$ (including \$ current)			0	0
15. Amounts due to parent, subsidiaries and affiliates			0	0
16. Payable for securities			0	0
17. Funds held under reinsurance treaties with (\$ authorized reinsurers and \$ unauthorized reinsurers)			0	0
18. Reinsurance in unauthorized companies			0	0
19. Net adjustments in assets and liabilities due to foreign exchange rates			0	0
20. Liability for amounts held under uninsured plans			0	0
21. Aggregate write-ins for other liabilities (including \$ current)	56,000	0	56,000	56,000
22. Total liabilities (Lines 1 to 21)	8,538,290	0	8,538,290	7,433,226
23. Aggregate write-ins for special surplus funds	XXX	XXX	0	0
24. Common capital stock	XXX	XXX	3,592,171	3,592,171
25. Preferred capital stock	XXX	XXX		0
26. Gross paid in and contributed surplus	XXX	XXX		0
27. Surplus notes	XXX	XXX		0
28. Aggregate write-ins for other than special surplus funds	XXX	XXX	0	0
29. Unassigned funds (surplus)	XXX	XXX	5,320,786	3,792,121
30. Less treasury stock, at cost:				
30.1 shares common (value included in Line 24) \$)	XXX	XXX		0
30.2 shares preferred (value included in Line 25) \$)	XXX	XXX		0
31. Total capital and surplus (Lines 23 to 29 minus Line 30)	XXX	XXX	8,912,957	7,384,292
32. Total liabilities, capital and surplus (Lines 22 and 31)	XXX	XXX	17,451,247	14,817,518
DETAILS OF WRITE-INS				
2101. Reinsurance Loss Fund	56,000		56,000	56,000
2102.				
2103.				
2198. Summary of remaining write-ins for Line 21 from overflow page	0	0	0	0
2199. Totals (Lines 2101 thru 2103 plus 2198) (Line 21 above)	56,000	0	56,000	56,000
2301.	XXX	XXX		
2302.	XXX	XXX		
2303.	XXX	XXX		
2398. Summary of remaining write-ins for Line 23 from overflow page	XXX	XXX	0	0
2399. Totals (Lines 2301 thru 2303 plus 2398) (Line 23 above)	XXX	XXX	0	0
2801.	XXX	XXX		
2802.	XXX	XXX		
2803.	XXX	XXX		
2898. Summary of remaining write-ins for Line 28 from overflow page	XXX	XXX	0	0
2899. Totals (Lines 2801 thru 2803 plus 2898) (Line 28 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date
	1 Uncovered	2 Total	3 Total
1. Member Months.....	XXX	154,059	155,969
2. Net premium income (including \$ non-health premium income).....	XXX	31,717,288	23,967,148
3. Change in unearned premium reserves and reserve for rate credits	XXX		0
4. Fee-for-service (net of \$ medical expenses)	XXX		0
5. Risk revenue	XXX		0
6. Aggregate write-ins for other health care related revenues	XXX	0	0
7. Aggregate write-ins for other non-health revenues	XXX	0	0
8. Total revenues (Lines 2 to 7)	XXX	31,717,288	23,967,148
Hospital and Medical:			
9. Hospital/medical benefits		18,352,381	11,920,876
10. Other professional services		1,168,904	2,055,754
11. Outside referrals			0
12. Emergency room and out-of-area		1,013,928	897,270
13. Prescription drugs		5,507,029	5,164,030
14. Aggregate write-ins for other hospital and medical	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts.....			0
16. Subtotal (Lines 9 to 15)	0	26,042,242	20,037,930
Less:			
17. Net reinsurance recoveries			28,196
18. Total hospital and medical (Lines 16 minus 17)	0	26,042,242	20,009,734
19. Non-health claims (net).....			0
20. Claims adjustment expenses, including \$ cost containment expenses.....		731,774	750,905
21. General administrative expenses.....		3,747,302	2,967,191
22. Increase in reserves for life and accident and health contracts including \$ increase in reserves for life only).....			(440,000)
23. Total underwriting deductions (Lines 18 through 22)	0	30,521,318	23,287,830
24. Net underwriting gain or (loss) (Lines 8 minus 23)	XXX	1,195,970	679,318
25. Net investment income earned		395,444	277,980
26. Net realized capital gains (losses) less capital gains tax of \$			0
27. Net investment gains (losses) (Lines 25 plus 26)	0	395,444	277,980
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$) (amount charged off \$)]			0
29. Aggregate write-ins for other income or expenses	5,572	5,572	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	XXX	1,596,986	957,298
31. Federal and foreign income taxes incurred	XXX		0
32. Net income (loss) (Lines 30 minus 31)	XXX	1,596,986	957,298
DETAILS OF WRITE-INS			
0601.	XXX		
0602.	XXX		
0603.	XXX		
0698. Summary of remaining write-ins for Line 6 from overflow page	XXX	0	0
0699. Totals (Lines 0601 thru 0603 plus 0698) (Line 6 above)	XXX	0	0
0701.	XXX		
0702.	XXX		
0703.	XXX		
0798. Summary of remaining write-ins for Line 7 from overflow page	XXX	0	0
0799. Totals (Lines 0701 thru 0703 plus 0798) (Line 7 above)	XXX	0	0
1401.			
1402.			
1403.			
1498. Summary of remaining write-ins for Line 14 from overflow page	0	0	0
1499. Totals (Lines 1401 thru 1403 plus 1498) (Line 14 above)	0	0	0
2901. Settlement.....	5,572	5,572	0
2902.			
2903.			
2998. Summary of remaining write-ins for Line 29 from overflow page	0	0	0
2999. Totals (Lines 2901 thru 2903 plus 2998) (Line 29 above)	5,572	5,572	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year
CAPITAL AND SURPLUS ACCOUNT:			
33. Capital and surplus prior reporting year.....	7,384,292	0	4,603,247
34. Net income or (loss) from Line 32.....	1,596,986	0	2,858,337
35. Change in valuation basis of aggregate policy and claim reserves.....		0	0
36. Change in net unrealized capital gains (losses) less capital gains tax of \$.....		0	0
37. Change in net unrealized foreign exchange capital gain or (loss).....		0	0
38. Change in net deferred income tax.....		0	0
39. Change in nonadmitted assets.....	(68,321)	0	(77,292)
40. Change in unauthorized reinsurance.....	0	0	0
41. Change in treasury stock.....		0	0
42. Change in surplus notes.....	0	0	0
43. Cumulative effect of changes in accounting principles.....		0	0
44. Capital Changes:			
44.1 Paid in.....		0	0
44.2 Transferred from surplus (Stock Dividend).....		0	0
44.3 Transferred to surplus.....		0	0
45. Surplus adjustments:			
45.1 Paid in.....		0	0
45.2 Transferred to capital (Stock Dividend).....	0	0	0
45.3 Transferred from capital.....		0	0
46. Dividends to stockholders.....		0	0
47. Aggregate write-ins for gains or (losses) in surplus.....	0	0	0
48. Net change in capital & surplus (Lines 34 to 47).....	1,528,665	0	2,781,045
49. Capital and surplus end of reporting period (Line 33 plus 48)	8,912,957	0	7,384,292
DETAILS OF WRITE-INS			
4701.		0	0
4702.		0	0
4703.			
4798. Summary of remaining write-ins for Line 47 from overflow page.....	0	0	0
4799. Totals (Lines 4701 thru 4703 plus 4798) (Line 47 above)	0	0	0

CASH FLOW

	1 Current Year To Date	2 Prior Year Ended December 31
Cash from Operations		
1. Premiums collected net of reinsurance.....	31,826,147	48,816,683
2. Net investment income	395,470	603,269
3. Miscellaneous income	5,572	3,501
4. Total (Lines 1 to 3)	32,227,189	49,423,453
5. Benefits and loss related payments	25,921,463	39,973,905
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts.....	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	3,532,971	5,957,738
8. Dividends paid to policyholders	0	0
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	0	0
10. Total (Lines 5 through 9)	29,454,434	45,931,643
11. Net cash from operations (Line 4 minus Line 10)	2,772,755	3,491,810
Cash from Investments		
12. Proceeds from investments sold, matured or repaid:		
12.1 Bonds	1,824,974	0
12.2 Stocks	0	0
12.3 Mortgage loans	0	0
12.4 Real estate	0	0
12.5 Other invested assets	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0
12.7 Miscellaneous proceeds	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,824,974	0
13. Cost of investments acquired (long-term only):		
13.1 Bonds	0	(18,650)
13.2 Stocks	0	0
13.3 Mortgage loans	0	0
13.4 Real estate	0	0
13.5 Other invested assets	24,517	91,070
13.6 Miscellaneous applications	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	24,517	72,420
14. Net increase (or decrease) in contract loans and premium notes	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	1,800,457	(72,420)
Cash from Financing and Miscellaneous Sources		
16. Cash provided (applied):		
16.1 Surplus notes, capital notes	0	0
16.2 Capital and paid in surplus, less treasury stock.....	0	0
16.3 Borrowed funds	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0
16.5 Dividends to stockholders	0	0
16.6 Other cash provided (applied).....	0	0
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	0	0
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS		
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	4,573,212	3,419,390
19. Cash, cash equivalents and short-term investments:		
19.1 Beginning of year.....	10,791,719	7,372,329
19.2 End of period (Line 18 plus Line 19.1)	15,364,931	10,791,719

STATEMENT AS OF JUNE 30, 2007 OF THE Upper Peninsula Health Plan, Inc.

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefit Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
Total Members at end of:										
1. Prior Year	25,447	271	.0	.0	.0	.0	.0	.0	25,176	.0
2 First Quarter	25,612	246	.0	.0	.0	.0	.0	.0	25,366	.0
3 Second Quarter	25,498	245							25,253	
4. Third Quarter	.0									
5. Current Year	.0									
6 Current Year Member Months	154,059	1,510							152,549	
Total Member Ambulatory Encounters for Period:										
7. Physician	76,115	746							75,369	
8. Non-Physician	1,788	18							1,770	
9. Total	77,903	764	.0	.0	.0	.0	.0	.0	77,139	.0
10. Hospital Patient Days Incurred	1,656								1,656	
11. Number of Inpatient Admissions	601								601	
12. Health Premiums Written	31,768,989	118,810							31,650,179	
13. Life Premiums Direct	.0									
14. Property/Casualty Premiums Written	.0									
15. Health Premiums Earned	31,768,989	118,810							31,650,179	
16. Property/Casualty Premiums Earned	.0									
17. Amount Paid for Provision of Health Care Services	25,175,563	46,216							25,129,347	
18. Amount Incurred for Provision of Health Care Services	26,042,242	77,151							25,965,091	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

UNDERWRITING AND INVESTMENT EXHIBIT
ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5 Claims Incurred in Prior Years (Columns 1 + 3)	6 Estimated Claim Reserve and Claim Liability Dec. 31 of Prior Year
	1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid Dec. 31 of Prior Year	4 On Claims Incurred During the Year		
1. Comprehensive (hospital & medical)	15,460	30,756	4,212	21,040	19,672	24,618
2. Medicare Supplement					0	0
3. Dental Only					0	0
4. Vision Only					0	0
5. Federal Employees Health Benefits Plan					0	0
6. Title XVIII - Medicare					0	0
7. Title XIX - Medicaid	4,676,661	20,791,918	524,617	6,734,810	5,201,278	6,393,382
8. Other Health					0	0
9. Health Subtotal (Lines 1 to 8)	4,692,121	20,822,674	528,829	6,755,850	5,220,950	6,418,000
10. Healthcare receivables (a)		339,232			0	0
11. Other non-health					0	0
12. Medical incentive pools and bonus amounts					0	0
13. Totals	4,692,121	20,483,442	528,829	6,755,850	5,220,950	6,418,000

(a) Excludes \$ loans and advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

- A) **Accounting Practices**
The Quarterly Statement as of June 30, 2007 has been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual, and the preparation of the financial statements are in conformity with the Annual Statement Instructions.
- B) **Use of Estimates in the Preparation of the Financial Statements**
The estimates used in the preparation of the financial statements conformed to the Annual Statement Instructions and Accounting Practices and Procedures manual.
- C) **Accounting Policy**
Reinsurance premiums and experience refunds were netted against premium revenue and pharmaceutical rebates and psychotropic drug reimbursements were netted against pharmacy expenses. Also, maternity case rate reimbursements are netted against medical expenses.

Note 2 - Accounting Changes and Corrections of Errors

Psychotropic drug reimbursements of \$1,392,128 are being netted against pharmacy expenses. QAAP tax expense through June 30, 2007 is \$1,926,528 and is included in administrative expenses. In addition, the State of Michigan implemented a hospital supplements payments protocol that assesses the hospitals operating revenue, uses those funds to generate matching dollars from CMS and passes those funds through the HMO. These funds, less the 6% provider assessment, are passed through to the hospitals for Graduate Medical Education (GME) or Hospital Rate Adjustments (HRA). These supplemental payments included in the quarterly filing totaled \$4,830,384.

Note 3 - Business Combinations and Goodwill

NONE

Note 4 - Discontinued Operations

NONE

Note 5 - Investments

During the 2nd quarter of 2007, no bonds had matured. The agency was purchased at its original issue price so there was not a discount or premium to amortize. Also, the agency matured with no gain or loss.

The Company's agencies are summarized below:

Name of Bond	Date Purchased	Int Rate	Due Date	Actual Purchase Price	Par Value	Amortized Cost
<u>TRUST</u>						
FED NATL MTG ASSN MED TERM NOTE	3/22/1999	6.190%	12/12/2007	25,563.00	25,000.00	\$ 25,000
FED NATL MTG ASSN	2/25/2005	4.000%	2/25/2008	650,000.00	650,000.00	650,000
						675,000
<u>AGENCY</u>						
FED NATL MTG ASSN	2/25/2005	4.000%	2/25/2008	1,000,000.00	1,000,000.00	1,000,000
						\$ 1,000,000
				Total Bonds		\$ 1,675,000

Note 6 - Joint Ventures, Partnerships, and Limited Liability Companies

NONE

Note 7 – Investment Income

As of June 30, 2007, the Company had \$70,482 of admitted investment income due and accrued and included in the statement of revenue and expenses.

Note 8 - Derivative Instruments

NONE

NOTES TO FINANCIAL STATEMENTS

Note 9 - Income Taxes

- A) NONE
- B) NONE
- C) NONE
- D) NONE
- F) NONE
- E) NONE

Note 10-Information Concerning Parent, Subsidiaries, and Affiliates

- A) The Company is owned by fourteen 501(c)3 healthcare organizations with each owning various percentages. Only two hospitals control over 10% of the Plan. Marquette General Health System owns 56.27% and Portage Health System owns 10.02% of the Plan's outstanding common stock.
- B) NONE
- C) The Plan paid a management fee of \$2,177,569 to its management company, the Upper Peninsula Managed Care, LLC through June 30, 2007. All transactions are covered under Note 10-Part F.
- D) NONE
- E) NONE
- F) The Plan has a Management Service Agreement with its affiliate. This agreement spells out all administrative services provided by the company and includes methods of reimbursement for services performed.
- G) There are no shares of voting common stock in the Company. All 100 voting shares were recalled as a result of a change in control effective April 1, 2004.
- H) NONE
- I) NONE
- J) NONE

Note 11-Debt

The Plan has a \$1,000,000 long-term line of credit (LOC) with Wells Fargo Bank. This LOC has a variable rate of .25% over prime rate. The Plan has a \$0.00 balance outstanding as of June 30, 2007.

Note 12-Retirement Plans, Deferred Compensation, Postemployment Benefits & Compensated Absences, and other Postretirement Benefit Plans

NONE

Note 13-Capital, Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations

As of June 30, 2007, the Plan has 29,935 shares of non-voting stock issued and outstanding. The Plan has no preferred stock issued or outstanding.

Note 14-Contingencies

NONE

Note 15-Leases

NONE

Note 16-Information about Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

NONE

Note 17-Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities

NONE

Note 18-Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

NONE

Note 19-Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

NONE

NOTES TO FINANCIAL STATEMENTS

Note 20-September 11, 2001 Events

The Company was not directly impacted by the events of September 11, 2001.

Note 21 – Other Items

Financial Examination

The Plan underwent a financial examination in 2005 by Michigan's Office of Financial & Insurances Services as of December 31, 2004. A copy of this report was made available for public inspection as of April 3, 2006.

Note 22-Events Subsequent

NONE

Note 23-Reinsurance

NONE

Note 24-Retrospectively Rated Contracts & Contracts Subject to Redetermination

The Plan's current book of business is the Michigan Managed Medicaid and MICHild contracts. The Plan has no retroactive features in its contracts.

Note 25-Change in Incurred Claims and Claim Adjustment Expense

NONE

Note 26-Intercompany Pooling Arrangements

NONE

Note 27-Structured Settlement

NONE

Note 28-Health Care Receivables

The Plan's health care receivables as of June 30, 2007 totaled \$889,232 and consisted of psychotropic drug reimbursements from the State of Michigan Medicaid Program carve-out (\$187,015) and maternity case rates (\$103,800) for children born to mothers in the Plan. Other receivables include a refundable deposit with the Plan's Pharmacy Benefit Manager of (\$550,000). The refundable deposit is considered a non-admitted asset for statutory accounting purposes. Also there was a receivable set up for Medicaid revenues (\$48,417) that was a June check not cashed until July.

Note 29-Participating Policies

NONE

Note 30-Premium Deficiency Reserves

NONE

Note 31-Anticipated Salvage and Subrogation

The Company signed a contract with the First Recovery Group of Southfield, Michigan in September 2001. This contract enables The First Recovery Group to investigate, identify, and collect subrogation recoveries on behalf of the Upper Peninsula Health Plan, Inc. As of June 30, 2007, First Recovery Group recovered \$17,677 for the Company.

GENERAL INTERROGATORIES

(Responses to these interrogatories should be based on changes that have occurred since the prior year end unless otherwise noted.)

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes ☐ No ☒
- 1.2

If yes, has the report been filed with the domiciliary state?

Yes ☐ No ☐
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes ☐ No ☒
- 2.2

If yes, date of change:

If not previously filed, furnish herewith a certified copy of the instrument as amended.
3.

Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes ☐ No ☒

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes ☐ No ☒
- 4.2

If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

Yes ☐ No ☒ NA ☐

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2004
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2004
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

04/03/2006
- 6.4

By what department or departments?

Michigan Office of Insurance and Financial Services
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes ☐ No ☒
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes ☐ No ☒
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms?

Yes ☐ No ☒
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6	7
Affiliate Name	Location (City, State)	FRB	OCC	OTS	FDIC	SEC

GENERAL INTERROGATORIES

9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?.....

Yes ☒ No ☐

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

9.11

If the response to 9.1 is No, please explain:

9.2

Has the code of ethics for senior managers been amended?.....

Yes ☐ No ☒

9.21

If the response to 9.2 is Yes, provide information related to amendment(s).

9.3

Have any provisions of the code of ethics been waived for any of the specified officers?.....

Yes ☐ No ☒

9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?.....

Yes ☐ No ☒

10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount:.....\$

INVESTMENT

11.1

Has there been any change in the reporting entity's own preferred or common stock?

Yes ☐ No ☒

11.2

If yes, explain:

12.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes ☐ No ☒

12.2

If yes, give full and complete information relating thereto:

13.

Amount of real estate and mortgages held in other invested assets in Schedule BA:\$0

14.

Amount of real estate and mortgages held in short-term investments:\$0

15.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates?

Yes ☐ No ☒

15.2

If yes, please complete the following:

		1		2
		Prior Year-End		Current Quarter
		Book/Adjusted		Book/Adjusted
		Carrying Value		Carrying Value
15.21	Bonds	\$	\$
15.22	Preferred Stock	\$	\$
15.23	Common Stock	\$	\$
15.24	Short-Term Investments	\$	\$
15.25	Mortgage Loans on Real Estate	\$	\$
15.26	All Other	\$	\$
15.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal			
	Lines 15.21 to 15.26).....	\$0	\$0
15.28	Total Investment in Parent included in Lines 15.21 to 15.26 above	\$	\$

16.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB?

Yes ☐ No ☒

16.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes ☐ No ☐

If no, attach a description with this statement.

GENERAL INTERROGATORIES

17. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Part 1 - General, Section IV.H - Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes [X] No []

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Wells Fargo Institutional Trust Services.....	101 W. Washington St. Marquette, MI 49855.....

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

17.3 Have there been any changes, including name changes in the custodian(s) identified in 17.1 during the current quarter?

Yes [] No [X]

17.4 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address

18.1 Have all the filing requirements of the *Purposes and Procedures Manual* of the NAIC Securities Valuation Office been followed?

Yes [X] No []

18.2 If no, list exceptions:

.....

SCHEDULE A - VERIFICATION

Real Estate

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	0	0
2. Increase (decrease) by adjustment		0
3. Cost of acquired		0
4. Cost of additions to and permanent improvements		0
5. Total profit (loss) on sales		0
6. Increase (decrease) by foreign exchange adjustment		0
7. Amount received on sales		0
8. Book/adjusted carrying value at end of current period	0	0
9. Total valuation allowance		0
10. Subtotal (Lines 8 plus 9)	0	0
11. Total nonadmitted amounts		0
12. Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	0	0

SCHEDULE B – VERIFICATION

Mortgage Loans

	1	2
	Year to Date	Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	0	0
2. Amount loaned during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount and mortgage interest points and commitment fees		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	0	0

SCHEDULE BA – VERIFICATION

Other Invested Assets

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of long-term invested assets owned December 31 of prior year	0	0
2. Cost of acquisitions during period:		
2.1. Actual cost at time of acquisitions		0
2.2. Additional investment made after acquisitions		0
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Total profit (loss) on sale		0
6. Amounts paid on account or in full during the period		0
7. Amortization of premium		0
8. Increase (decrease) by foreign exchange adjustment		0
9. Book/adjusted carrying value of long-term invested assets at end of current period	0	0
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	0	0
12. Total nonadmitted amounts		0
13. Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	0	0

SCHEDULE D – VERIFICATION

Bonds and Stocks

	1	2
	Year to Date	Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	3,500,000	3,500,000
2. Cost of bonds and stocks acquired		0
3. Accrual of discount		0
4. Increase (decrease) by adjustment		0
5. Increase (decrease) by foreign exchange adjustment		0
6. Total profit (loss) on disposal		0
7. Consideration for bonds and stocks disposed of	1,825,000	0
8. Amortization of premium		0
9. Book/adjusted carrying value, current period	1,675,000	3,500,000
10. Total valuation allowance		0
11. Subtotal (Lines 9 plus 10)	1,675,000	3,500,000
12. Total nonadmitted amounts		0
13. Statement value	1,675,000	3,500,000

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1	2	3	4	5	6	7	8
	Book/Adjusted Carrying Value Beginning of Current Quarter	Acquisitions During Current Quarter	Dispositions During Current Quarter	Non-Trading Activity During Current Quarter	Book/Adjusted Carrying Value End of First Quarter	Book/Adjusted Carrying Value End of Second Quarter	Book/Adjusted Carrying Value End of Third Quarter	Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1	1,675,000				1,675,000	1,675,000	0	3,500,000
2. Class 2	0				0	0	0	0
3. Class 3	0				0	0	0	0
4. Class 4	0				0	0	0	0
5. Class 5	0				0	0	0	0
6. Class 6	0				0	0	0	0
7. Total Bonds	1,675,000	0	0	0	1,675,000	1,675,000	0	3,500,000
PREFERRED STOCK								
8. Class 1	0				0	0	0	0
9. Class 2	0				0	0	0	0
10. Class 3	0				0	0	0	0
11. Class 4	0				0	0	0	0
12. Class 5	0				0	0	0	0
13. Class 6	0				0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	1,675,000	0	0	0	1,675,000	1,675,000	0	3,500,000

SCHEDULE DA - PART 1

Short-Term Investments Owned End of Current Quarter					
	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year To Date	Paid for Accrued Interest Year To Date
8299999 Totals	3,358,508	XXX	3,358,508	2,833	

SCHEDULE DA - PART 2- VERIFICATION

Short-Term Investments Owned		
	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year.....	33,534	1,514,884
2. Cost of short-term investments acquired	3,326,274	58,969
3. Increase (decrease) by adjustment		0
4. Increase (decrease) by foreign exchange adjustment		0
5. Total profit (loss) on disposal of short-term investments		0
6. Consideration received on disposal of short-term investments	1,300	1,540,319
7. Book/adjusted carrying value, current period	3,358,508	33,534
8. Total valuation allowance		0
9. Subtotal (Lines 7 plus 8)	3,358,508	33,534
10. Total nonadmitted amounts		0
11. Statement value (Lines 9 minus 10)	3,358,508	33,534
12. Income collected during period	2,833	24,815
13. Income earned during period	44,101	5,383

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule S

NONE

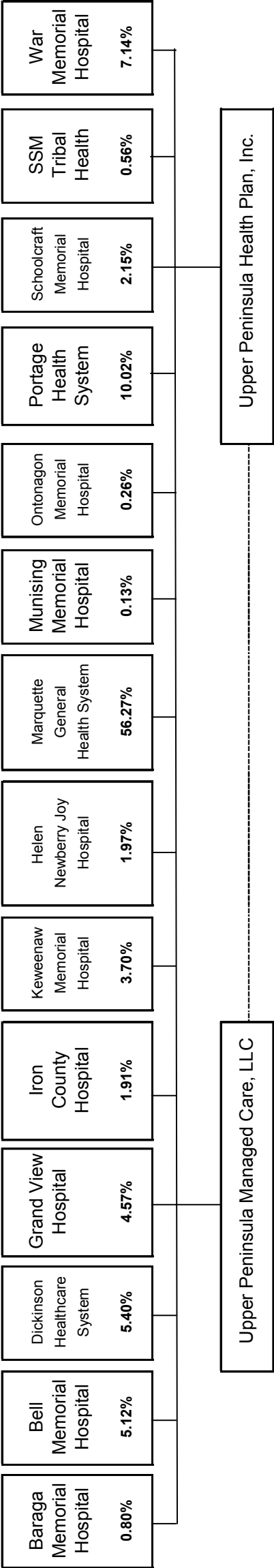
SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories									
States, Etc.	1	Direct Business Only							
	Is Insurer Licensed (Yes or No)	2	3	4	5	6	7	8	9
		Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefit Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama	AL							.0	
2. Alaska	AK							.0	
3. Arizona	AZ							.0	
4. Arkansas	AR							.0	
5. California	CA							.0	
6. Colorado	CO							.0	
7. Connecticut	CT							.0	
8. Delaware	DE							.0	
9. District of Columbia	DC							.0	
10. Florida	FL							.0	
11. Georgia	GA							.0	
12. Hawaii	HI							.0	
13. Idaho	ID							.0	
14. Illinois	IL							.0	
15. Indiana	IN							.0	
16. Iowa	IA							.0	
17. Kansas	KS							.0	
18. Kentucky	KY							.0	
19. Louisiana	LA							.0	
20. Maine	ME							.0	
21. Maryland	MD							.0	
22. Massachusetts	MA							.0	
23. Michigan	MI	No	118,810	31,650,179				31,768,989	
24. Minnesota	MN							.0	
25. Mississippi	MS							.0	
26. Missouri	MO							.0	
27. Montana	MT							.0	
28. Nebraska	NE							.0	
29. Nevada	NV							.0	
30. New Hampshire	NH							.0	
31. New Jersey	NJ							.0	
32. New Mexico	NM							.0	
33. New York	NY							.0	
34. North Carolina	NC							.0	
35. North Dakota	ND							.0	
36. Ohio	OH							.0	
37. Oklahoma	OK							.0	
38. Oregon	OR							.0	
39. Pennsylvania	PA							.0	
40. Rhode Island	RI							.0	
41. South Carolina	SC							.0	
42. South Dakota	SD							.0	
43. Tennessee	TN							.0	
44. Texas	TX							.0	
45. Utah	UT							.0	
46. Vermont	VT							.0	
47. Virginia	VA							.0	
48. Washington	WA							.0	
49. West Virginia	WV							.0	
50. Wisconsin	WI							.0	
51. Wyoming	WY							.0	
52. American Samoa	AS							.0	
53. Guam	GU							.0	
54. Puerto Rico	PR							.0	
55. U.S. Virgin Islands	VI							.0	
56. Northern Mariana Islands	MP							.0	
57. Canada	CN							.0	
58. Aggregate Other Alien	OT	XXX	.0	.0	.0	.0	.0	.0	.0
59. Subtotal	XXX	118,810	.0	31,650,179	.0	.0	.0	31,768,989	.0
60. Reporting entity contributions for Employee Benefit Plans	XXX							.0	
61. Total (Direct Business)	(a) 0	118,810	0	31,650,179	0	0	0	31,768,989	0
DETAILS OF WRITE-INS									
5801.	XXX								
5802.	XXX								
5803.	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	.0	.0	.0	.0	.0	.0	.0	.0
5899. Totals (Lines 5801 through 5803 plus 5898) (Line 58 above)	XXX	0	0	0	0	0	0	0	0

(a) Insert the number of yes responses except for Canada and other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP

PART 1 - ORGANIZATIONAL CHART



SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of **NO** to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplemental is required of your company but is not being filed for whatever reason enter **SEE EXPLANATION** and provide an explanation following the interrogatory questions.

RESPONSE

1. Will the Medicare Part D Coverage Statement be filed with the state of domicile and the NAIC with this statement?

.....NO.....

Explanation:

1.

Bar Code:

1.



OVERFLOW PAGE FOR WRITE-INS

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule BA - Part 1

NONE

Schedule BA - Part 2

NONE

Schedule D - Part 3

NONE

Schedule D - Part 4

NONE

Schedule DB - Part A - Section 1

NONE

Schedule DB - Part B - Section 1

NONE

Schedule DB - Part C - Section 1

NONE

Schedule DB - Part D - Section 1

NONE

STATEMENT AS OF JUNE 30, 2007 OF THE Upper Peninsula Health Plan, Inc.

SCHEDULE E - PART 1 - CASH

[illegible]

Schedule E - Part 2

NONE